

Marcia L. Goldstein
Ray C. Schrock, P.C.
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

*Proposed Attorneys for Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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	:
In re	:
	:
AUTOMOTIVE PROPERTIES OF	:
NEW YORK, LLC,	:
	:
Debtor.	:
	:
Fed. Tax Id. No. 30-0024323	:
-----X	

	:
In re	:
	:
CHASSIX HOLDINGS, INC.,	:
	:
Debtor.	:
	:
Fed. Tax Id. No. 46-4089249	:
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	:
In re	:
	:
UC HOLDINGS, INC.,	:
	:
Debtor.	:
	:
Fed. Tax Id. No. 76-0805026	:
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-----X
In re : Chapter 11 Case No.
CHASSIX, INC., : 15-____ (____)
Debtor. :
Fed. Tax Id. No. 46-1525728 :
-----X

In re : Chapter 11 Case No.
DIVERSIFIED MACHINE, INC., : 15-____ (____)
Debtor. :
Fed. Tax Id. No. 02-0758762 :
-----X

In re : Chapter 11 Case No.
DIVERSIFIED MACHINE BRISTOL, LLC, : 15-____ (____)
Debtor. :
Fed. Tax Id. No. 38-2265409 :
-----X

In re : Chapter 11 Case No.
CHASSIX GEORGIA MACHINING, LLC, : 15-____ (____)
Debtor. :
Fed. Tax Id. No. 27-1111940 :
-----X

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:
In re : **Chapter 11 Case No.**
:
DMI COLUMBUS, LLC, : **15-____ (____)**
:
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Debtor. :
:
Fed. Tax Id. No. 27-1111833 :
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In re : **Chapter 11 Case No.**
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:
DIVERSIFIED MACHINE MONTAGUE, LLC, : **15-____ (____)**
:
Debtor. :
:
Fed. Tax Id. No. 38-1854771 :
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In re : **Chapter 11 Case No.**
:
DIVERSIFIED MACHINE, : **15-____ (____)**
MILWAUKEE LLC, :
:
Debtor. :
:
Fed. Tax Id. No. 26-1500875 :
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:
In re : **Chapter 11 Case No.**
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:
DMI EDON LLC, : **15-____ (____)**
:
Debtor. :
:
Fed. Tax Id. No. 27-0951847 :
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:
In re : **Chapter 11 Case No.**
:
MEXICO PRODUCTS I, LLC, : **15-____ (____)**
:
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Debtor. :
:
Fed. Tax Id. No. 27-0393039 :
-----X

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In re : **Chapter 11 Case No.**
:
DMI CHINA HOLDING LLC, : **15-____ (____)**
:
:
Debtor. :
:
Fed. Tax Id. No. 45-3214331 :
-----X

:
In re : **Chapter 11 Case No.**
:
CONCORD INTERNATIONAL, INC., : **15-____ (____)**
:
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Debtor. :
:
Fed. Tax Id. No. 38-2973536 :
-----X

:
In re : **Chapter 11 Case No.**
:
SMW AUTOMOTIVE, LLC, : **15-____ (____)**
:
:
Debtor. :
:
Fed. Tax Id. No. 38-3269452 :
-----X

-----X	:	
In re	:	Chapter 11 Case No.
	:	
AUTOMOTIVE, LLC,	:	15-____ (____)
	:	
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 38-3492897	:	
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	:	
In re	:	Chapter 11 Case No.
	:	
CHASSIS CO. OF MICHIGAN, LLC,	:	15-____ (____)
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	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 38-3752692	:	
-----X	:	

	:	
In re	:	Chapter 11 Case No.
	:	
ALUTECH, LLC,	:	15-____ (____)
	:	
	:	
Debtor.	:	
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Fed. Tax Id. No. 32-0100012	:	
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**MOTION OF DEBTORS PURSUANT TO
FED. R. BANKR. P. 1015(b) FOR ENTRY OF ORDER
DIRECTING JOINT ADMINISTRATION OF CHAPTER 11 CASES**

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

Chassix Holdings, Inc. (“**Chassix Holdings**”), Chassix, Inc. (“**Chassix**”), and the other above-captioned subsidiaries and affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, including Chassix Holdings and Chassix, the

“**Debtors**,” and together with their non-Debtor subsidiaries, the “**Company**”¹), respectfully represent:

Background

1. On the date hereof (the “**Commencement Date**”), the Debtors each commenced with this Court a voluntary case under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”). The Debtors are authorized to continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee, examiner, or statutory creditors’ committee (“**Creditors Committee**”) has been appointed in these chapter 11 cases.

2. The Debtors commenced their chapter 11 cases on a prearranged basis with the support of their (a) secured and unsecured noteholders, which have committed to make significant and immediate capital infusions into the Debtors’ businesses, and (b) major automotive manufacturing customers, which have committed to long-term pricing commitments and other valuable accommodations. Consistent with their obligations under the restructuring support agreement, the Debtors have filed a plan of reorganization and proposed disclosure statement with the Court and are seeking to emerge from chapter 11 on an expedited timeframe.

3. Information regarding the Debtors’ businesses, capital structure, and the circumstances leading to the commencement of these chapter 11 cases is set forth in the Declaration of J. Mark Allan Pursuant to Rule 1007-2 of the Local Bankruptcy Rules for the Southern District of New York, sworn to on the date hereof, which has been filed with the Court contemporaneously herewith.

¹ The direct and indirect international subsidiaries of Chassix Holdings are not debtors in these chapter 11 cases.

Jurisdiction

4. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Relief Requested

5. By this Motion, the Debtors seek entry of an order directing joint administration of these chapter 11 cases for procedural purposes only pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”). A proposed form of order granting the relief sought in the Motion is annexed hereto as **Exhibit “A.”**

6. Bankruptcy Rule 1015(b) provides, in relevant part, that if “two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates.” Fed. R. Bankr. P. 1015(b). The Debtors are all “affiliates” as that term is defined in section 101(2) of the Bankruptcy Code. Accordingly, this Court is authorized to grant the requested relief.

7. On the date hereof, the Debtors commenced the above-captioned chapter 11 cases by filing the appropriate petitions with this Court. Joint administration of these cases is warranted in light of the provisions of the Bankruptcy Code and the Debtors’ affiliation. Joint administration will avoid the preparation, replication, service, and filing, as applicable, of duplicative notices, applications, and orders, thereby saving the Debtors considerable expense and resources. The relief requested will not adversely affect the rights of creditors, because this Motion only seeks the administrative, not substantive, consolidation of the estates. In fact, the reduced costs that will result from the joint administration of these cases will inure to the benefit of all creditors. Furthermore, the relief requested will relieve the Court of the burden of entering duplicative orders and maintaining duplicative files and will simplify supervision of the

administrative aspects of these chapter 11 cases by the Office of the United States Trustee.

Notably, each creditor may still file its claim against a particular estate.

8. Accordingly, the Debtors respectfully request that the Court modify the captions of these chapter 11 cases to reflect their joint administration as follows:

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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	:
In re	:
	:
CHASSIX HOLDINGS, INC., et al.,	:
	:
Debtors.	:
	:
-----X	

Chapter 11 Case No.
15-_____ (___)
(Jointly Administered)

9. The Debtors seek the Court's direction that in each of the Debtors' cases, a notation substantially similar to the following language be entered on the docket maintained by the Clerk of the Court to reflect the joint administration of these chapter 11 cases:

An Order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of Automotive Properties of New York, LLC; Chassix Holdings, Inc.; UC Holdings, Inc.; Chassix, Inc.; Diversified Machine, Inc.; Diversified Machine Bristol, LLC; Chassix Georgia Machining, LLC; DMI Columbus, LLC; Diversified Machine Montague, LLC; Diversified Machine, Milwaukee LLC; DMI Edon LLC; Mexico Products I, LLC; DMI China Holding LLC; Concord International, Inc.; SMW Automotive, LLC; Automotive, LLC; Chassis Co. of Michigan, LLC; AluTech, LLC. The docket in Case No. 15-_____ (___) should be consulted for all matters affecting the case.

10. In view of the benefits attendant to the joint administration of these cases and the absence of harm to any party in interest, the Debtors submit that the relief requested is appropriate and should be granted in all respects.

Notice

11. Notice of this Motion has been provided to (i) the Office of the United States Trustee for the Southern District of New York; (ii) the holders of the five largest secured claims against the Debtors (on a consolidated basis); (iii) the holders of the forty (40) largest unsecured claims against the Debtors (on a consolidated basis); (iv) the attorneys for BMO Harris Bank, N.A., as administrative agent under that certain Amended and Restated Loan, Security and Guaranty Agreement, dated as of July 23, 2013; (v) the attorneys for U.S. Bank National Association, as trustee under that certain Indenture for 9 1/4% Senior Secured Notes due 2018, dated as of July 23, 2013; (vi) the attorneys for Delaware Trust Company, as successor trustee under that certain Indenture for 10% / 10 3/4% Senior PIK Toggle Notes due 2018, dated as of December 13, 2013; (vii) the attorneys for the Informal Committee of Noteholders; (viii) the attorneys for the Revolving DIP Lenders; (ix) the attorneys for the DIP Term Lenders; (x) the OEM Customers; (xi) the attorneys for Platinum Equity Advisors, LLC; (xii) the Securities and Exchange Commission; (xiii) the Internal Revenue Service; and (xiv) the United States Attorney's Office for the Southern District of New York. The Debtors submit that, in view of the facts and circumstances, such notice is sufficient and no other or further notice need be provided.

12. No previous request for the relief sought herein has been made by the Debtors to this or any other Court.

WHEREFORE the Debtors respectfully request entry of an order granting the relief requested herein and such other and further relief as is just.

Dated: March 12, 2015
New York, New York

/s/ Ray C. Schrock, P.C.
Marcia L. Goldstein
Ray C. Schrock, P.C.

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

*Proposed Attorneys for Debtors
and Debtors in Possession*

Exhibit A

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
:
In re : **Chapter 11 Case No.**
:
AUTOMOTIVE PROPERTIES OF :
NEW YORK, LLC, : **15-____ (____)**
:
Debtor. :
:
Fed. Tax Id. No. 30-0024323 :
-----X

:
In re : **Chapter 11 Case No.**
:
CHASSIX HOLDINGS, INC., : **15-____ (____)**
:
Debtor. :
:
Fed. Tax Id. No. 46-4089249 :
-----X

:
In re : **Chapter 11 Case No.**
:
UC HOLDINGS, INC., : **15-____ (____)**
:
Debtor. :
:
Fed. Tax Id. No. 76-0805026 :
-----X

:
In re : **Chapter 11 Case No.**
:
CHASSIX, INC., : **15-____ (____)**
:
Debtor. :
:
Fed. Tax Id. No. 46-1525728 :
-----X

-----X	:	
In re	:	Chapter 11 Case No.
	:	
DIVERSIFIED MACHINE, INC.,	:	15-____ (____)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 02-0758762	:	
-----X	:	
In re	:	Chapter 11 Case No.
	:	
DIVERSIFIED MACHINE BRISTOL, LLC,	:	15-____ (____)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 38-2265409	:	
-----X	:	
In re	:	Chapter 11 Case No.
	:	
CHASSIX GEORGIA MACHINING, LLC,	:	15-____ (____)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 27-1111940	:	
-----X	:	
In re	:	Chapter 11 Case No.
	:	
DMI COLUMBUS, LLC,	:	15-____ (____)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 27-1111833	:	
-----X	:	

-----X
:
In re : **Chapter 11 Case No.**
:
:
:
DIVERSIFIED MACHINE MONTAGUE, LLC, : **15-____ (____)**
:
Debtor. :
:
Fed. Tax Id. No. 38-1854771 :
-----X

-----X
:
In re : **Chapter 11 Case No.**
:
:
:
DIVERSIFIED MACHINE, : **15-____ (____)**
MILWAUKEE LLC, :
:
Debtor. :
:
Fed. Tax Id. No. 26-1500875 :
-----X

-----X
:
In re : **Chapter 11 Case No.**
:
:
:
DMI EDON LLC, : **15-____ (____)**
:
Debtor. :
:
Fed. Tax Id. No. 27-0951847 :
-----X

-----X
:
In re : **Chapter 11 Case No.**
:
:
:
MEXICO PRODUCTS I, LLC, : **15-____ (____)**
:
Debtor. :
:
Fed. Tax Id. No. 27-0393039 :
-----X

-----X	:	
In re	:	Chapter 11 Case No.
	:	
DMI CHINA HOLDING LLC,	:	15-____ (____)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 45-3214331	:	
-----X	:	
In re	:	Chapter 11 Case No.
	:	
CONCORD INTERNATIONAL, INC.,	:	15-____ (____)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 38-2973536	:	
-----X	:	
In re	:	Chapter 11 Case No.
	:	
SMW AUTOMOTIVE, LLC,	:	15-____ (____)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 38-3269452	:	
-----X	:	
In re	:	Chapter 11 Case No.
	:	
AUTOMOTIVE, LLC,	:	15-____ (____)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 38-3492897	:	
-----X	:	

-----X	:	
In re	:	Chapter 11 Case No.
	:	
CHASSIS CO. OF MICHIGAN, LLC,	:	15-____ (____)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 38-3752692	:	
-----X	:	
In re	:	Chapter 11 Case No.
	:	
ALUTECH, LLC,	:	15-____ (____)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 32-0100012	:	
-----X	:	

ORDER PURSUANT TO FED. R. BANKR. P. 1015(b)
DIRECTING JOINT ADMINISTRATION OF CHAPTER 11 CASES

Upon the motion, dated March __, 2015 (the “**Motion**”),¹ of Chassix Holdings, Inc. (“**Chassix Holdings**”), Chassix, Inc. (“**Chassix**”), and the other above-captioned subsidiaries and affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, including Chassix Holdings and Chassix, the “**Debtors**”), pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), for entry of an order directing the joint administration of the Debtors’ chapter 11 cases for procedural purposes only, all as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska,

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to (i) the Office of the United States Trustee for the Southern District of New York; (ii) the holders of the five largest secured claims against the Debtors (on a consolidated basis); (iii) the holders of the forty (40) largest unsecured claims against the Debtors (on a consolidated basis); (iv) the attorneys for BMO Harris Bank, N.A., as administrative agent under that certain Amended and Restated Loan, Security and Guaranty Agreement, dated as of July 23, 2013; (v) the attorneys for U.S. Bank National Association, as trustee under that certain Indenture for 9 1/4% Senior Secured Notes due 2018, dated as of July 23, 2013; (vi) the attorneys for Delaware Trust Company, as successor trustee under that certain Indenture for 10% / 10 3/4% Senior PIK Toggle Notes due 2018, dated as of December 13, 2013; (vii) the attorneys for the Informal Committee of Noteholders; (viii) the attorneys for the Revolving DIP Lenders; (ix) the attorneys for the DIP Term Lenders; (x) the OEM Customers; (xi) the attorneys for Platinum Equity Advisors, LLC; (xii) the Securities and Exchange Commission; (xiii) the Internal Revenue Service; and (xiv) the United States Attorney's Office for the Southern District of New York; and it appearing that no other or further notice need be provided; and a hearing having been held to consider the relief requested in the Motion (the "**Hearing**"); and upon the Declaration of J. Mark Allan Pursuant to Rule 1007-2 of the Local Bankruptcy Rules for the Southern District of New York, filed contemporaneously with the Motion, the record of the Hearing and all of the proceedings had before the Court; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest, and that

the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted as provided herein; and it is further

ORDERED that the above-captioned chapter 11 cases are hereby consolidated for procedural purposes only and shall be jointly administered by the Court; and it is further

ORDERED that nothing contained in this Order shall be deemed or construed as directing or otherwise effecting the substantive consolidation of any of the above-captioned cases; and it is further

ORDERED that the caption of the jointly administered cases shall read as follows:

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X		
In re	:	Chapter 11 Case No.
	:	
CHASSIX HOLDINGS, INC., et al.,	:	15-_____ (___)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

; and it is further

ORDERED that a docket entry shall be made in the chapter 11 cases of Automotive Properties of New York, LLC; Chassix Holdings; UC Holdings, Inc.; Chassix; Diversified Machine, Inc.; Diversified Machine Bristol, LLC; Chassix Georgia Machining, LLC; DMI Columbus, LLC; Diversified Machine Montague, LLC; Diversified Machine, Milwaukee LLC; DMI Edon LLC; Mexico Products I, LLC; DMI China Holding LLC; Concord International, Inc.; SMW Automotive, LLC; Automotive, LLC; Chassis Co. of Michigan, LLC;

AluTech, LLC substantially as follows:

An Order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of Automotive Properties of New York, LLC; Chassix Holdings, Inc.; UC Holdings, Inc.; Chassix, Inc.; Diversified Machine, Inc.; Diversified Machine Bristol, LLC; Chassix Georgia Machining, LLC; DMI Columbus, LLC; Diversified Machine Montague, LLC; Diversified Machine, Milwaukee LLC; DMI Edon LLC; Mexico Products I, LLC; DMI China Holding LLC; Concord International, Inc.; SMW Automotive, LLC; Automotive, LLC; Chassis Co. of Michigan, LLC; AluTech, LLC. The docket in Case No. 15-_____ (___) should be consulted for all matters affecting the case.

; and it is further

ORDERED that the Debtors may file their monthly operating reports required by the Operating Guidelines and Reporting Requirements for Debtors in Possession and Trustees, issues by the Executive Office of the United States Trustee (revised November 27, 2013), by consolidating the information required for each debtor in one report that tracks and breaks out all of the specific information, e.g. receipts, disbursements, etc., on a debtor-by-debtor basis in each monthly operating report; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order.

Dated: _____, 2015
New York, New York

United States Bankruptcy Judge